

STATE OF MAINE
PUBLIC UTILITIES COMMISSION

Docket No. 98-509

August 5, 1998

CHINA, MAINE AND STANDISH
TELEPHONE COMPANIES
Proposed Reorganization of Seacoast
Cellular, Inc.

ORDER APPROVING
REORGANIZATION

WELCH, Chairman; and NUGENT, Commissioner

In this Order we approve the request of China Telephone Company, Maine Telephone Company and Standish Telephone Company (collectively "the UI Telephone Companies") for approval of a corporate reorganization involving those utilities' ownership interest in Seacoast Cellular.

The UI Telephone Companies and Seacoast Cellular are each wholly-owned subsidiaries of Utilities, Inc. ("UI"). Seacoast Cellular holds an interest in Portland Cellular Partnership, a cellular telecommunications provider licensed by the Federal Communications Commission to provide service in the Lewiston/Auburn MSA and as the grantee for the Portland MSA. The creation of Seacoast Cellular was approved by this Commission in an Order in Docket No. 86-36, dated September 10, 1986. By virtue of their common ownership by UI, Seacoast Cellular and each of the UI Telephone Utilities are affiliated interests as defined under 35-A M.R.S.A. § 707.

In the instant application the UI Telephone Companies seek approval of a proposed corporate reorganization under which UI, through a series of steps, would transfer its interest in Seacoast Cellular to the owners of UI in direct proportion to each of the owners' pro rata share of the outstanding shares of UI. UI itself currently has pending before the Commission in Docket No. 98-308 a request for reorganization under which all outstanding shares of UI would be transferred to a subsidiary of MJD Communications, Inc. The proposed transfer of ownership in Docket No. 98-308 does not include Seacoast Cellular, and thus the UI Telephone Companies have requested that the reorganization of the UI Telephone Companies and Seacoast Cellular be approved in a timely manner, so as to allow the completion of the Seacoast Cellular reorganization prior to the consummation of the UI/MJD sale.

Having reviewed the application of the UI Telephone Companies, we find that the proposed reorganization is not adverse to the public interest and should be approved.

Accordingly, we

STATE OF MAINE
PUBLIC UTILITIES COMMISSION

Docket No. 98-509

August 5, 1998

CHINA, MAINE AND STANDISH
TELEPHONE COMPANIES
Proposed Reorganization of Seacoast
Cellular, Inc.

ORDER APPROVING
REORGANIZATION

WELCH, Chairman; and NUGENT, Commissioner

In this Order we approve the request of China Telephone Company, Maine Telephone Company and Standish Telephone Company (collectively "the UI Telephone Companies") for approval of a corporate reorganization involving those utilities' ownership interest in Seacoast Cellular.

The UI Telephone Companies and Seacoast Cellular are each wholly-owned subsidiaries of Utilities, Inc. ("UI"). Seacoast Cellular holds an interest in Portland Cellular Partnership, a cellular telecommunications provider licensed by the Federal Communications Commission to provide service in the Lewiston/Auburn MSA and as the grantee for the Portland MSA. The creation of Seacoast Cellular was approved by this Commission in an Order in Docket No. 86-36, dated September 10, 1986. By virtue of their common ownership by UI, Seacoast Cellular and each of the UI Telephone Utilities are affiliated interests as defined under 35-A M.R.S.A. § 707.

In the instant application the UI Telephone Companies seek approval of a proposed corporate reorganization under which UI, through a series of steps, would transfer its interest in Seacoast Cellular to the owners of UI in direct proportion to each of the owners' pro rata share of the outstanding shares of UI. UI itself currently has pending before the Commission in Docket No. 98-308 a request for reorganization under which all outstanding shares of UI would be transferred to a subsidiary of MJD Communications, Inc. The proposed transfer of ownership in Docket No. 98-308 does not include Seacoast Cellular, and thus the UI Telephone Companies have requested that the reorganization of the UI Telephone Companies and Seacoast Cellular be approved in a timely manner, so as to allow the completion of the Seacoast Cellular reorganization prior to the consummation of the UI/MJD sale.

Having reviewed the application of the UI Telephone Companies, we find that the proposed reorganization is not adverse to the public interest and should be approved.

Accordingly, we

O R D E R

1. That the proposed reorganization of China Telephone Company, Maine Telephone Company and Standish Telephone Company, as described in its Application for Approval, is approved pursuant to 35-A M.R.S.A. § 708;
2. That the Company shall notify the Commission in writing of its doings with respect to the proposed reorganization within thirty (30) days of the implementation of the reorganization, or by November 4, 1998, whichever is earlier; and
3. That an attested copy of this Order be sent to the UI Telephone Companies, and that this Docket be closed.

Dated at Augusta, Maine this 5th day of August, 1998.

BY ORDER OF THE COMMISSION

Dennis L. Keschl
Administrative Director

COMMISSIONERS VOTING FOR: Welch
 Nugent

O R D E R

1. That the proposed reorganization of China Telephone Company, Maine Telephone Company and Standish Telephone Company, as described in its Application for Approval, is approved pursuant to 35-A M.R.S.A. § 708;
2. That the Company shall notify the Commission in writing of its doings with respect to the proposed reorganization within thirty (30) days of the implementation of the reorganization, or by November 4, 1998, whichever is earlier; and
3. That an attested copy of this Order be sent to the UI Telephone Companies, and that this Docket be closed.

Dated at Augusta, Maine this 5th day of August, 1998.

BY ORDER OF THE COMMISSION

Dennis L. Keschl
Administrative Director

COMMISSIONERS VOTING FOR: Welch
 Nugent

NOTICE OF RIGHTS TO REVIEW OR APPEAL

5 M.R.S.A. § 9061 requires the Public Utilities Commission to give each party to an adjudicatory proceeding written notice of the party's rights to review or appeal of its decision made at the conclusion of the adjudicatory proceeding. The methods of review or appeal of PUC decisions at the conclusion of an adjudicatory proceeding are as follows:

1. Reconsideration of the Commission's Order may be requested under Section 1004 of the Commission's Rules of Practice and Procedure (65-407 C.M.R.110) within 20 days of the date of the Order by filing a petition with the Commission stating the grounds upon which reconsideration is sought.
2. Appeal of a final decision of the Commission may be taken to the Law Court by filing, within 30 days of the date of the Order, a Notice of Appeal with the Administrative Director of the Commission, pursuant to 35-A M.R.S.A. § 1320 (1)-(4) and the Maine Rules of Civil Procedure, Rule 73 et seq.
3. Additional court review of constitutional issues or issues involving the justness or reasonableness of rates may be had by the filing of an appeal with the Law Court, pursuant to 35-A M.R.S.A. § 1320 (5).

Note: The attachment of this Notice to a document does not indicate the Commission's view that the particular document may be subject to review or appeal. Similarly, the failure of the Commission to attach a copy of this Notice to a document does not indicate the Commission's view that the document is not subject to review or appeal.

NOTICE OF RIGHTS TO REVIEW OR APPEAL

5 M.R.S.A. § 9061 requires the Public Utilities Commission to give each party to an adjudicatory proceeding written notice of the party's rights to review or appeal of its decision made at the conclusion of the adjudicatory proceeding. The methods of review or appeal of PUC decisions at the conclusion of an adjudicatory proceeding are as follows:

1. Reconsideration of the Commission's Order may be requested under Section 1004 of the Commission's Rules of Practice and Procedure (65-407 C.M.R.110) within 20 days of the date of the Order by filing a petition with the Commission stating the grounds upon which reconsideration is sought.
2. Appeal of a final decision of the Commission may be taken to the Law Court by filing, within 30 days of the date of the Order, a Notice of Appeal with the Administrative Director of the Commission, pursuant to 35-A M.R.S.A. § 1320 (1)-(4) and the Maine Rules of Civil Procedure, Rule 73 et seq.
3. Additional court review of constitutional issues or issues involving the justness or reasonableness of rates may be had by the filing of an appeal with the Law Court, pursuant to 35-A M.R.S.A. § 1320 (5).

Note: The attachment of this Notice to a document does not indicate the Commission's view that the particular document may be subject to review or appeal. Similarly, the failure of the Commission to attach a copy of this Notice to a document does not indicate the Commission's view that the document is not subject to review or appeal.